

**RESOLUTION APPROVING THE UTAH MUNICIPAL  
FINANCE COOPERATIVE AGREEMENT**

Resolution No. 86-152

WHEREAS, representatives of Delta City, Utah, (the "Public Agency") have been advised by the Utah League of Cities and Towns of a proposal whereby cities, towns and special districts of various kinds would contract with each other to form a separate legal or administrative entity pursuant to the Interlocal Co-operation Act, Title 11, Chapter 13, Utah Code Annotated 1953, as amended (the "Act"); and

WHEREAS, such legal or administrative entity, to be designated as the Utah Municipal Finance Cooperative (the "Cooperative") will be authorized pursuant to the Act to issue tax-exempt governmental obligations, the proceeds of which will be used to assist participating public agencies (the "Participants") in their attempt to provide efficient governmental services for their citizens by making loans or by leasing property to such Participants; and

WHEREAS, the Cooperative is empowered by the Act to (a) own, acquire, construct, operate, maintain and repair any facility or improvement as provided for in the agreement forming the Cooperative; (b) borrow money or incur indebtedness, issue revenue bonds or notes for the purposes for which it was created, assign, pledge or otherwise convey as security for the payment of any such bond or indebtedness the revenues and receipts from such facility, improvement or service; (c) sell or contract for the sale of the product or the service or other benefit from such facility or improvement to public agencies within or without the state on such terms as it deems to be in the best interest of its participants; and

WHEREAS, the Public Agency desires to form the Cooperative with the powers specified above and with all other powers granted or exercisable by such Cooperative under the Act; and

WHEREAS, the proposed form of the Utah Municipal Finance Cooperative Agreement to be dated as of June 1, 1986 (the "Cooperative Agreement") has been presented to the Public Agency and the Public Agency believes it is in its best interest to approve the Cooperative Agreement by this resolution; and

WHEREAS, the Public Agency desires to appoint a duly elected official of the Public Agency to act as its Member ("Member") for the purpose of electing four (4) of the (5) persons on the governing body of the Cooperative with the fifth person being appointed pursuant to this resolution and as provided in the Cooperative Agreement;

NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE PUBLIC AGENCY AS FOLLOWS:

Section 1. All action not inconsistent with the provisions of this resolution heretofore taken by the governing body of the Public Agency directed toward creating the Cooperative for the purpose of issuing obligations to finance various facilities, services or improvements of the Participants, are hereby ratified, approved and confirmed.

Section 2. The Cooperative shall issue bonds ("Bonds") for the purpose of providing funds (i) to loan to the Participants to acquire needed facilities, services or improvements; and/or (ii) to purchase or otherwise acquire such facilities, services or improvements and lease or sublease them to the Participants.

Section 3. The Cooperative Agreement, in the form presented to this meeting, is hereby approved, and Mayor Ruth Hansen is hereby authorized and directed to execute and deliver the Cooperative Agreement, in substantially the form presented

to this meeting, but with such changes therein as he or she shall deem necessary and appropriate, his or her execution thereof constituting conclusive evidence of the Public Agency's approval of any and all such changes.

Section 4. The Public Agency agrees, subject to the conditions contained herein and in the Cooperative Agreement, and subject to compliance with all provisions of law, as follows:

(a) The Public Agency will adopt or cause to be adopted such further proceedings, if any, and authorizing the execution and delivery of documents as may be necessary or advisable for the authorization and execution of the Cooperative Agreement and compliance with any of the terms and conditions thereof.

(b) The officers and employees of the Public Agency are hereby authorized to take such further action as is necessary to carry out the intent and purposes hereof and the execution of the Cooperative Agreement and to carry out the purposes of their Cooperative Agreement.

Section 5. The Public Agency hereby appoints Mayor Ruth Hansen, a duly elected official of the Public Agency, as its Member for the purpose of electing four (4) of the five (5) persons on the governing body of the Cooperative (the "Executive Committee)". The fifth person on the Executive Committee, and the Chairman, shall be the President of the Utah League of Cities and Towns, a duly elected official in the State of Utah. Such Executive Committee shall adopt bylaws, oversee the issuance of the Bonds and conduct all other business as may be required to carry out the functions of the Cooperative in accordance with the Cooperative Agreement. The administrator of the Cooperative shall be the Executive Director of the Utah League of Cities and Towns. Such administrator shall assist the Executive Committee with all administrative matters but shall have no vote in the governance of the Cooperative.

Section 6. This resolution constitutes an approval of the Cooperative Agreement. As stated therein, the Public agency shall not incur any pecuniary liability upon the adoption of this resolution or the execution of the Cooperative Agreement. Liability shall exist only after and to the extent that the Public Agency either borrows money from the pool of available funds or purchases or leases or subleases property acquired with the proceeds of the Bonds.

Section 7. The duration of the Cooperative shall be 25 years or such later date upon which all Bonds of the Cooperative and other contractual obligations have been retired, but in no event to exceed 50 years.

Section 8. All orders~~xxordinances~~ and resolutions with respect to this transaction heretofore adopted, or parts thereof, which are in conflict with any of the provisions hereof are, to the extent of such conflict, hereby repealed, except that this repeal shall not be construed to revive any act, order or resolution, or part thereof, heretofore repealed.

Section 9. If any provision of this resolution shall be held or deemed to be or shall, in fact, be invalid, inoperative or unenforceable for any reason, such reason shall not have the effect of rendering any other provision or provisions hereof invalid, inoperative or unenforceable to any extent whatever, this resolution and the provisions of this resolution being deemed to be the separate independent and severable act of the governing body of the Public Agency.

Section 10. Immediately after its adoption, this resolution shall be signed by Mayor Ruth Hansen, as Mayor of the Public Agency, shall be recorded in the official records of the Public Agency and shall take immediate effect.

Passed and approved by the governing body of the Public Agency of \_\_\_\_\_, this 25th day of June 1986.

By Ruth Hansen  
Title Mayor

(SEAL)

Attest:

By Christy J. Jorgensen  
Title: City Recorder